

**Amendment to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

Claim 1 (currently amended): A skin lightening composition comprising;

- a) 0.05 % to 10 % by weight of one or more of a vitamin B3 compounds compound or its derivatives derivative thereof;
- b) 0.01 % to 10 % by weight of allantoin; and
- c) a cosmetically acceptable vehicle 10% to 99.9% by weight of stearic acid or 15 % to 85 % by weight of a detergent active.

Claim 2 (original): The skin lightening composition of claim 1 wherein the vitamin B3 compound is selected from niacin, niacinamide, nicotinyl alcohol, or derivatives or salts thereof.

Claim 3 (currently amended): The skin lightening composition of claim 1 wherein the vitamin B3 derivative is selected from nicotinic acid esters, nicotinyl alcohol esters of carboxylic acids, niacinamide N-oxide, nicotinyl amino acids and nicotinic acid n-oxide.

Claim 4 (original): The skin lightening composition of claim 1 wherein the vitamin B3 compound is niacinamide present in 0.2 % to 5 % by weight.

Claim 5 (original): The skin lightening composition of claim 1 wherein allantoin is present at a level of 0.05 % to 5 % by weight.

Claim 6 (original): The skin lightening composition of claim 1 additionally comprising 0.1 % to 10 % by weight of one or more sunscreens.

Claim 7 (original): The skin lightening composition of claim 1 wherein the sunscreen is selected from 2-ethyl hexyl-p-methoxycinnamate, 4,4'-t-butyl methoxydibenzoyl-methane, titanium dioxide or mixtures thereof.

Claim 8 (original): The skin lightening composition of claim 1 additionally comprising vitamin B6.

Claim 9 (original): The skin lightening composition of claim 1 wherein the composition is a leave on product.

Claim 10 (original): The skin lightening composition of claim 1 wherein the composition is in the form of a soap bar.

Claim 11 (original): A cosmetic method of lightening skin comprising applying thereto a composition according to claim 1.

Claim 12 (original): A cosmetic method according to claim 11 wherein the composition is applied to and left on the skin.

Claim 13 (original): A cosmetic method according to claim 11 wherein the composition is applied to the skin and subsequently washed off.

Claim 14 (new): The skin lightening composition of claim 1 wherein the detergent active is a soap of tallow fatty acids.

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**Claim 15 (new): The skin lightening composition of claim 1 wherein the vitamin B3 compound is niacinamide present in an amount of about 1% and the allantoin is present in an amount of about 0.2%, and said composition lightens skin.**